

RECORDATION NO. 26467-1 FILED

NOV 15 '10 -12 00 PM

**SURFACE TRANSPORTATION BOARD**

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November 15, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Leases, dated as of November 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Net Railcar Lease and Assignment and Assumption Agreements which were previously filed with the Board under Recordation Numbers 26452, 26452-B, 26467, 26467-B, 26405-C, 26405-F, 26083 and 26083-A.

The name and address of the party to the enclosed document are:

Successor Lessor: GATX Corporation (as successor in interest to  
BBRX Three LLC)  
Suite 2200  
Four Embarcadero Center  
San Francisco, CA 94111

Chief  
Section of Administration  
November 15, 2010

A description of the railroad equipment covered by the enclosed document  
is:

Rec. No. 26452 - 125 railcars TERMINATED. OUCX 26001 - OUCX  
26125;

Rec. No. 26467 - 125 railcars TERMINATED: AZPX 90001 - AZPX  
90125;

Rec. No. 26405-C - 10 railcars TERMINATED SWSX 60601 - SWSX  
60610;

Rec. No. 26083 - 15 railcars TERMINATED: EDEX 99424 - EDEX 99438.

A short summary of the document to appear in the index is:

Notice of Termination of Leases

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W Alvord

RWA/sem  
Enclosures

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NOTICE OF TERMINATION OF LEASES

SURFACE TRANSPORTATION BOARD

Notice is hereby given that the Railcar Leases between BBRX Three LLC, as Lessor, and the lessees identified on Exhibit A attached hereto have been terminated or have expired in accordance with their terms.

IN WITNESS WHEREOF, GATX Corporation, as successor in interest to BBRX Three LLC, has caused this Notice to be executed by a duly authorized officer as of November 15, 2010.

GATX CORPORATION, as Successor  
Lessor

By:



Name:


Linda Girard

Title:

V.P.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Successor Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Successor Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

By:



Name:

Linda Girard

Title:

V.P.

**EXHIBIT A**  
**(to Notice of Termination of Leases)**

**A.**

i) Memorandum of Net Railcar Lease, dated as of February 27, 2006, between Babcock & Brown Rail Funding LLC, Lessor, and Orlando Utilities Commission, Lessee, filed with the Board on July 13, 2006, at 2:05 p.m. under Recordation Number 26452.

ii) Assignment and Assumption Agreement, dated as of December 22, 2006 from Babcock & Brown Rail Funding LLC, Assignor, to BBRX Three, LLC, Assignee, filed with the Board on December 22, 2006 at 11:25 a.m. under Recordation Number 26452-B.

Equipment: 125 railcars OUCX 26001 - OUCX 26125.

**B.**

i) Memorandum of Net Railcar Lease, dated as of March 15, 2006, between Babcock & Brown Rail Funding LLC, Lessor, and Arizona Electric Power Cooperative, Lessee, filed with the Board on July 25, 2006, at 12:16 p.m. under Recordation Number 26467.

ii) Assignment and Assumption Agreement, dated as of December 22, 2006 from Babcock & Brown Rail Funding LLC, Assignor, to BBRX Three, LLC, Assignee, filed with the Board on December 22, 2006 at 11:25 a.m. under Recordation Number 26467-B

Equipment: 125 railcars AZPX 90001 - AZPX 90125.

**C.**

i) Memorandum of Net Railcar Lease, dated as of April 24, 2006, between Babcock & Brown Rail Funding LLC, Lessor, and Superior Well Services, Inc., Lessee, filed with the Board on June 21, 2006, at 3:10 p.m. under Recordation Number 26405-C.

ii) Assignment and Assumption Agreement, dated as of December 22, 2006 from Babcock & Brown Rail Funding LLC, Assignor, to BBRX Three, LLC, Assignee, filed with the Board on December 22, 2006 at 11.25 a.m. under Recordation Number 26405-F.

Equipment. 10 railcars SWSX 60601 - SWSX 60610

D.

i) Memorandum of Net Railcar Lease, dated as of December 19, 2005, between Babcock & Brown Rail Funding LLC, Lessor, and The Empire District Electric Company, Lessee, filed with the Board on December 28, 2005, at 3:22 p.m. under Recordation Number 26083.

ii) Assignment and Assumption Agreement, dated as of December 22, 2006 from Babcock & Brown Rail Funding LLC, Assignor, to BBRX Three, LLC, Assignee, filed with the Board on December 22, 2006 at 11:25 a.m. under Recordation Number 26083-A.

Equipment: 15 railcars EDEX 99424 - EDEX 99438

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

11/15/10



\_\_\_\_\_  
Robert W. Alvord